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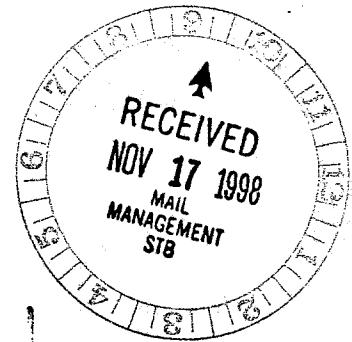
November 12, 1998

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

RECORDATION NO. 21786 FILED

NOV 17 '98

9-49AM



Dear Janice,


Enclosed is an original plus copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and the following:

- 1) The Kansas City Southern Railway Company dated 10/27/98 re: 99 – 4750 (return 2 copies)
- 2) The Kansas City Southern Railway Company dated 10/27/98 re: 52-4750 (return 2 copies)
- 3) CSX Transportation Inc dated 10/29/98 re: 100 – mill gondolas (return 2 copies)
- 4) CSX Transportation Inc dated 10/29/98 re: 200 – mill gondolas (return 2 copies)
- 5) CSX Transportation Inc dated 10/29/98 re: 200 – mill gondolas (return 2 copies)
- 6) Canadian Pacific Railway dated 10/29/98 re: 80 plate cars (return 2 copies)
- 7) Canadian Pacific Railway dated 10/29/98 re: 80 plate cars (return 1 copy)
- 8) Reynolds Metals Company dated 10/29/98 re: 80 railcars (return 1 copy)

Also, enclosed is a check made payable to: Surface Transportation Board.



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After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,



Rebecca Heisler  
Administrator

enclosure

NOV 17 '98

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## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29<sup>th</sup> day of October, 1998, is made by Canadian Pacific Railway, a Canadian corporation, with an address at Suite 500 Gulf Canada Square, 410 Ninth Avenue SW, Calgary AB T2P 4Z4 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 02 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

CANADIAN PACIFIC RAILWAY

By: x 

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Schedule 02

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
80	New 50' 6" Plate F Box Cars, 286,000 capacity	CP215000 - 215079

PROVINCE OF ALBERTA  
STATE OF )  
CITY OF CALGARY SS:  
COUNTY OF )

On this 20<sup>th</sup> day of October, 1998 before me personally appears  
Robert Ritchie, to me personally known, who by me duly sworn, says that he/she  
is the President of CANADIAN PACIFIC RAILWAY (the  
"Company"), that the foregoing instrument was signed on behalf of the said Company by authority  
of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument  
was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

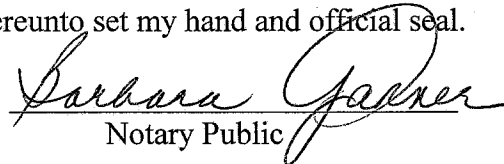
My Commission expires:

**DON BARNHARDT**  
Barrister and Solicitor  
Suite 2000, 401 - 9th Avenue S.W.  
Calgary, AB T2P 4Z4  
Telephone: 319-6183

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 29<sup>th</sup> day of October, 1998 before me personally appears  
LAURENCE FITZGERALD, to me personally known, who by me duly sworn, says that he/she  
is the Vice-President of THE CIT GROUP/EQUIPMENT  
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said  
Company by authority of its Board of Directors, and he/she acknowledged that the execution of the  
foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1999

2000